

No. 8-306A033
Date NOV 1 1988
Fee \$ 39.00

15736-B
RECORDATION NO. 15736-B
ITEL

NOV 1 1988 11 15 AM

ICC Washington, D. C.
Itel Rail Corporation

October 26, 1988 **INTERSTATE COMMERCE COMMISSION**
55 Francisco Street
San Francisco, California 94133
(415) 984-4000

Hon. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, DC 20423

Re: Amendment No. 1 to Schedule 1 to Master Lease Agreement
dated as of June 28, 1988, among Itel Rail Corporation,
Itel Railcar Corporation and Peoria and Pekin Union
Railway Company

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instrument, in
three (3) counterparts, is hereby submitted for filing and
recording pursuant to 49 U.S.C. Section 11303(a), along with the
\$13 recordation fee.

Please record this Amendment under the Master Lease Agreement
dated as of June 28, 1988, among Itel Rail Corporation, Itel
Railcar Corporation and Peoria and Pekin Union Railway Company,
which was filed with the ICC July 25, 1988, under Recordation
No. 15736.

The parties to the aforementioned instrument are listed below:

Itel Rail Corporation and
Itel Railcar Corporation (Lessor)
55 Francisco Street
San Francisco, California 94133

Peoria and Pekin Union Railway Company (Lessee)
101 Wesley Road
Creve Coeur, Illinois 61611

This Amendment identifies twenty-three (23) 50'6", 70-ton, XM
boxcars bearing reporting marks PPU 2100-2119 and three numbers
to be determined.

Please return to the undersigned the stamped counterparts not
required for filing purposes, together with the ICC fee receipt
and acknowledgment letter.

Very truly yours,

Patricia Schumacker
Patricia Schumacker
Legal Department

NOV 1 11 08 AM '88
MOTOR OPERAT. UNIT
ICC OFFICE OF
STORAGE

Interstate Commerce Commission
Washington, D.C. 20423

11/1/88

OFFICE OF THE SECRETARY

Patricia Schumacker
IteI Corporation Rail
55 Francisco St.
San Francisco, Calif. 94133

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/1/88 at 11:15am , and assigned recordation number(s). 15483-C 15484-B & 15736-B

Sincerely yours,

Nanta L. McEue
Secretary

Enclosure(s)

15736-B
RECORDATION NO. _____ FILE NO. _____

NOV 1 1988 - 11 15 AM

Lot No. 2216-01

INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 1

THIS AMENDMENT NO. 1 (the "Amendment") to Schedule No. 1 of the Lease Agreement dated June 28, 1988, (the "Agreement") between ITEL Rail Corporation and ITEL Railcar Corporation severally, as lessors, and Peoria and Pekin Union Railway Company as lessee ("Lessee") is made as of this 28th day of September, 1988 between ITEL RAILCAR CORPORATION ("Lessor") and Lessee.

R E C I T A L S

- A. Lessor and Lessee are parties to the Agreement pursuant to which Lessor leased to Lessee twenty (20) Existing Cars and three (3) Remarked Cars collectively referred to as the Cars.
- B. The term of the Agreement expires on August 5, 1991.
- C. Lessor and Lessee desire to amend Schedule No. 1 to the Agreement to clarify the reporting marks of the Cars.

NOW, THEREFORE, the parties agree to amend Schedule No. 1 as follows:


- 1. All terms defined in the Agreement shall have the meanings defined therein when used in this Amendment.
- 2. The Schedule in Section 2 is hereby deleted and replaced by the following:

AAR Mech.	Design.	Description	Reporting Marks and Numbers		Dimensions Inside		Door Width	Number of Cars
			Length	Width	Height			
	XM	5277 cubic feet 70-Ton Steel Boxcars	PPU 2100-2119	50'6"	9'6"	11'	10'	20
	XM	5277 cubic feet 70-Ton Steel Boxcars	PPU 7007, 7008 and 7009 (numbers remarked from USLX 7007, 7008 and 7009)	50'6"	9'6"	11'	10'	3

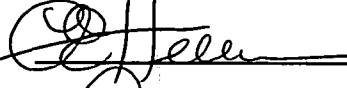
- 3. Except as expressly modified by this Amendment, all terms and provisions of the Lease shall remain in full force and effect.

4. This Amendment may be executed by parties hereto in two counterparts and all said counterparts taken together shall be deemed to constitute one and the same instrument.


ITEL RAILCAR CORPORATION

By: 
Title: President
Date: September 28, 1988

PEORIA AND PEKIN RAILROAD COMPANY

By: 
Title: President
Date: 9-8-88

ITEL RAIL CORPORATION

By: 
Title: President
Date: September 28, 1988

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 28th day of September, 1988, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of Itel Rail Corporation, that the foregoing Lease Agreement was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sharon L. Van Fossan
Notary Public

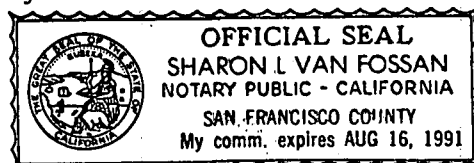
STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)



On this 28th day of September, 1988, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of Itel Railcar Corporation, that the foregoing Lease Agreement was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sharon L. Van Fossan
Notary Public

ILLINOIS
STATE OF ~~CALIFORNIA~~)
) ss:
COUNTY OF ~~SAN FRANCISCO~~)



On this 13th day of September, 1988, before me personally appeared CE Hellums, to me personally known, who being by me duly sworn says that such person is President of Peoria and Pekin Railroad Company, that the foregoing Lease Agreement was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Janus M. Hawkins
Notary Public